

NEW YORK, N. Y. 10005

RALPH L. MCAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL

CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

RECORDATION NO. 7761 FILED 142

MAR 25 1982 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

COUP
MAURICE
FRANCIS F. RA

TELEP
212 422

TEL
RCA 23
WUD 12
WUI 62

CABLE AD
CRAVAT
CRAVATH. LO

33 THROGMOI
LONDON, EC2N
TELEPHONE

TELEX: E
RAPIFAX/I
1-606

March 25, 1982

Amendment Agreement Dated as of December 1, 1981
Amending Lease Filed Under Recordation No. 9761

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Celanese Corporation for filing and recordation counterparts of the following document:

Amendment Agreement Number Two dated as of December 1, 1981, among Celanese Corporation, First Security Bank of Utah, N.A., as owner trustee, United States Trust Company of New York, as trustee, Bankers Trust Company and State Mutual Life Assurance Company of America.

The Amendment Agreement amends an Equipment Lease dated as of September 1, 1977, previously filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 13, 1978, at 1:40 p.m., Recordation Number 9761, and an Amendment Agreement Number One, dated as of January 15, 1979, previously filed and recorded with the Interstate Commerce Commission on March 2, 1979, at 2:10 p.m., Recordation Number 9761-C.

Please file and record the Amendment Agreement and assign it Recordation Number 9761-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission, for the recordation fee for the Amendment Agreement.

No. MAR 25 1982
Date
Fee \$ 10.00

ICC Washington, D. C.

Mr. H. H. Foxworth

Please stamp all counterparts of the enclosed document and the attached copies of this transmittal letter with your official recording stamp. You will wish to retain one copy of the instrument and the original of this transmittal letter for your files. It is requested that the remaining counterparts of the document and the copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
As Agent for Celanese
Corporation

Ms. Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423.

Encls.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

**Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N. Y. 10005**

March 25, 1982

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/25/82** at **11:40AM**, and assigned re-
recording number(s). **9761-D**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT AGREEMENT NUMBER TWO

TO

CELANESE CORPORATION

EQUIPMENT LEASE FINANCING TRANSACTION

(Documents dated as of September 1, 1977)

RECORDATION NO. 9761-
MAR 25 1982 -11 40
INTERSTATE COMMERCE COMMISS

THIS AMENDMENT AGREEMENT NUMBER TWO to Equipment Lease Financing Transaction is entered into as of December 1, 1981, by and among the undersigned.

RECITALS

- A. The parties hereto have entered into an equipment lease financing transaction as more particularly set forth herein, and in connection therewith have executed various instruments and agreements; and
- B. The parties hereto now desire to change certain aspects of said transaction to permit the leased equipment to be re-numbered.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, conditions, and agreements set forth herein the parties hereto hereby agree as follows:

1. Definitions

1.1 Parties

- (a) Owner Trustee: First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 with Itel Capital Services Corporation.
- (b) Lessee: Celanese Corporation
- (c) Beneficiary: Bankers Trust Company

- (d) Trustee: United States Trust Company of New York
- (e) Long-Term Lender: State Mutual Life Assurance Company of America

1.2 Agreements

- (a) Participation Agreement: Participation Agreement dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by among the Owner Trustee as Lessor, the Trustee, the Beneficiary, the Interim Lender, the Long-Term Lender and the Lessee
- (b) Trust Agreement: Master Trust Agreement dated as of October 1, 1976 by and between the Owner Trustee and the Agent
- (c) Trust Indenture: Trust Indenture dated as of October 1, 1976 by and between the Owner Trustee and the Trustee
- (d) Supplemental Indenture: Supplemental Indenture dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee and the Trustee
- (e) Lease: Equipment Lease dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by between the Owner Trustee, as Lessor and the Lessee

2. Amendment to the Participation Agreement

2.1 Exhibit A, Page 1, to the Participation Agreement is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-5079".

3. Amendments to the Lease

3.1 Section 9(e) of the Lease is hereby amended by inserting the following phrase between the words "therefor" and "and" in the fourth line thereof: "provided, however, that in each such identification or serial number the letters "CELX" shall be substituted for the letters "SSIX,".

3.2 Exhibit A, Page 1, to the Lease is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-79".

4. Effective Date

4.1 This Amendment is effective upon execution hereof.

5. Remainder of Agreements

5.1 Except as expressly amended hereby, the Participation Agreement and the Lease shall remain in full force and effect in all other respects.

6. Counterparts

6.1 This Amendment may be executed or consented to in counterparts and it shall not be necessary for each party to execute the same counterparts as long as each party shall execute one counterpart which shall be delivered to the other parties hereto.

THIS AMENDMENT AGREEMENT NUMBER TWO is executed on the dates indicated below.

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 between it and IteI Capital Services Corporation, as Owner Trustee

(Corporate Seal)

Attest:

W. Clayton
March 17, 1982 ~~1981~~

By

[Signature]
(Authorized officer)

UNITED STATES TRUST COMPANY OF NEW YO
not in its individual capacity, but
solely as trustee under a Trust Inden
dated as of October 1, 1976 between i
and the Owner Trustee, as Trustee

(Corporate Seal)

Attest: _____

_____, 1981

By _____
(Vice President)

(Corporate Seal)

BANKERS TRUST COMPANY,
as Beneficiary

Attest: _____

_____, 1981

By _____

_____, 1981

STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA
as Long Term Lender

(Corporate Seal)

Attest: _____

_____, 1981

By _____

(Corporate Seal)

Attest: _____

CELANESE CORPORATION,
as Lessee

_____, 1981

By _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this the 12th day of March, 1988 before me personally appeared R.D. Schutler, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Randy R. Marchant
Notary Public

(Notarial Seal)

My Commission expires 2-9-86

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of _____ and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19____, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Celanese Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires _____

STATE OF MASSACHUSETTS)
)
COUNTY OF _____)

On this the _____ day of _____, 19____, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

AMENDMENT AGREEMENT NUMBER TWO

TO

CELANESE CORPORATION

EQUIPMENT LEASE FINANCING TRANSACTION

(Documents dated as of September 1, 1977)

THIS AMENDMENT AGREEMENT NUMBER TWO to Equipment Lease Financing Transaction is entered into as of December 1, 1981, by and among the undersigned.

RECITALS

A. The parties hereto have entered into an equipment lease financing transaction as more particularly set forth herein, and in connection therewith have executed various instruments and agreements; and

B. The parties hereto now desire to change certain aspects of said transaction to permit the leased equipment to be re-numbered.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, conditions, and agreements set forth herein the parties hereto hereby agree as follows:

1. Definitions

1.1 Parties

- | | |
|--------------------|---|
| (a) Owner Trustee: | First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 with IteL Capital Services Corporation. |
| (b) Lessee: | Celanese Corporation |
| (c) Beneficiary: | Bankers Trust Company |

- (d) Trustee: United States Trust Company of New York
- (e) Long-Term Lender: State Mutual Life Assurance Company of America

1.2 Agreements

- (a) Participation Agreement: Participation Agreement dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and among the Owner Trustee as Lessor, the Trustee, the Beneficiary, the Interim Lender, the Long-Term Lender and the Lessee
- (b) Trust Agreement: Master Trust Agreement dated as of October 1, 1976 by and between the Owner Trustee and the Agent
- (c) Trust Indenture: Trust Indenture dated as of October 1, 1976 by and between the Owner Trustee and the Trustee
- (d) Supplemental Indenture: Supplemental Indenture dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee and the Trustee
- (e) Lease: Equipment Lease dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee, as Lessor and the Lessee

2. Amendment to the Participation Agreement

2.1 Exhibit A, Page 1, to the Participation Agreement is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-5079".

3. Amendments to the Lease

3.1 Section 9(e) of the Lease is hereby amended by inserting the following phrase between the words "therefor" and "and" in the fourth line thereof: "; provided, however, that in each such identification or serial number the letters "CELX" shall be substituted for the letters "SSIX,".

3.2 Exhibit A, Page 1, to the Lease is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and insert: in lieu thereof the numbers "CELX 5002-79".

4. Effective Date

4.1 This Amendment is effective upon execution hereof.

5. Remainder of Agreements

5.1 Except as expressly amended hereby, the Participation Agreement and the Lease shall remain in full force and effect in all other respects.

6. Counterparts

6.1 This Amendment may be executed or consented to in counterparts and it shall not be necessary for each party to execute the same counterparts as long as each party shall execute one counterpart which shall be delivered to the other parties hereto.

THIS AMENDMENT AGREEMENT NUMBER TWO is executed on the dates indicated below.

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 between it and Itel Capital Services Corporation, as Owner Trustee

(Corporate Seal)

Attest:

_____, 1981

By

(Authorized Officer)

UNITED STATES TRUST COMPANY OF NEW YORK,
not in its individual capacity, but
solely as trustee under a Trust Indenture
dated as of October 1, 1976 between it
and the Owner Trustee, as Trustee

(Corporate Seal)

Attest: Louis P Young

LOUIS P. YOUNG

Ass't. Sec't.

JAN 12 1982

, 1981

By

Thomas B. Zingales
Asst. (Vice President)

(Corporate Seal)

Attest: _____

BANKERS TRUST COMPANY,
as Beneficiary

_____, 1981

By _____

_____, 1981

(Corporate Seal)

Attest: _____

STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA
as Long Term Lender

_____, 1981

By _____

(Corporate Seal)

Attest: _____

CELANESE CORPORATION,
as Lessee

_____, 1981

By _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

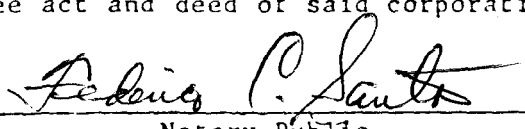
Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the 12 day of JANUARY, 1982 before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, says that he is a ASSISTANT VICE PRESIDENT of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of TRUSTEES and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1983

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Celanese Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF MASSACHUSETTS)
)
COUNTY OF _____)

On this the _____ day of _____, 19__, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

AMENDMENT AGREEMENT NUMBER TWO

TO

CELANESE CORPORATION

EQUIPMENT LEASE FINANCING TRANSACTION

(Documents dated as of September 1, 1977)

THIS AMENDMENT AGREEMENT NUMBER TWO to Equipment Lease Financing Transaction is entered into as of December 1, 1981, by and among the undersigned.

RECITALS

A. The parties hereto have entered into an equipment lease financing transaction as more particularly set forth herein, and in connection therewith have executed various instruments and agreements; and

B. The parties hereto now desire to change certain aspects of said transaction to permit the leased equipment to be re-numbered.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, conditions, and agreements set forth herein the parties hereto hereby agree as follows:

1. Definitions

1.1 Parties

- | | |
|--------------------|---|
| (a) Owner Trustee: | First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 with IteL Capital Services Corporation. |
| (b) Lessee: | Celanese Corporation |
| (c) Beneficiary: | Bankers Trust Company |

- (d) Trustee: United States Trust Company of New York
- (e) Long-Term Lender: State Mutual Life Assurance Company of America

1.2 Agreements

- (a) Participation Agreement: Participation Agreement dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and among the Owner Trustee as Lessor, the Trustee, the Beneficiary, the Interim Lender, the Long-Term Lender and the Lessee
- (b) Trust Agreement: Master Trust Agreement dated as of October 1, 1976 by and between the Owner Trustee and the Agent
- (c) Trust Indenture: Trust Indenture dated as of October 1, 1976 by and between the Owner Trustee and the Trustee
- (d) Supplemental Indenture: Supplemental Indenture dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee and the Trustee
- (e) Lease: Equipment Lease dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee, as Lessor and the Lessee

2. Amendment to the Participation Agreement

2.1 Exhibit A, Page 1, to the Participation Agreement is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-5079".

3. Amendments to the Lease

3.1 Section 9(e) of the Lease is hereby amended by inserting the following phrase between the words "therefor" and "and" in the fourth line thereof: "provided, however, that in each such identification or serial number the letters "CELX" shall be substituted for the letters "SSIX,".

3.2 Exhibit A, Page 1, to the Lease is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-79".

4. Effective Date

4.1 This Amendment is effective upon execution hereof.

5. Remainder of Agreements

5.1 Except as expressly amended hereby, the Participation Agreement and the Lease shall remain in full force and effect in all other respects.

6. Counterparts

6.1 This Amendment may be executed or consented to in counterparts and it shall not be necessary for each party to execute the same counterparts as long as each party shall execute one counterpart which shall be delivered to the other parties hereto.

THIS AMENDMENT AGREEMENT NUMBER TWO is executed on the dates indicated below.

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 between it and IteI Capital Services Corporation, as Owner Trustee

(Corporate Seal)

Attest:

_____, 1981

By

(Authorized Officer)

UNITED STATES TRUST COMPANY OF NEW YORK
not in its individual capacity, but
solely as trustee under a Trust Indenture
dated as of October 1, 1976 between
and the Owner Trustee, as Trustee

(Corporate Seal)

Attest: _____

_____, 1981 By _____
(Vice President)

(Corporate Seal)

BANKERS TRUST COMPANY,
as Beneficiary

Attest: _____

_____, 1981 By _____
December 24th

_____, 1981 STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA
as Long Term Lender

(Corporate Seal)

Attest: _____

_____, 1981 By _____

(Corporate Seal)

CELANESE CORPORATION,
as Lessee

Attest: _____

_____, 1981 By _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of _____ and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Celanese Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF MASSACHUSETTS)
)
COUNTY OF _____)

On this the _____ day of _____, 19__, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the 24TH day of DECEMBER, 1981 before me personally appeared JOHN DUNCAN, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Stephen I. Auster
Notary Public

(Notarial Seal)

My Commission expires

MARCH 30, 1982

STEPHEN I. AUSTER
Notary Public, State of New York
No. 41-4627645
Qualified in NEW YORK County
Commission Expires March 30, 1982

AMENDMENT AGREEMENT NUMBER TWO

TO

CELANESE CORPORATION

EQUIPMENT LEASE FINANCING TRANSACTION

(Documents dated as of September 1, 1977)

THIS AMENDMENT AGREEMENT NUMBER TWO to Equipment Lease Financing Transaction is entered into as of December 1, 1981, by and among the undersigned.

RECITALS

- A. The parties hereto have entered into an equipment lease financing transaction as more particularly set forth herein, and in connection therewith have executed various instruments and agreements; and
- B. The parties hereto now desire to change certain aspects of said transaction to permit the leased equipment to be re-numbered.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, conditions, and agreements set forth herein the parties hereto hereby agree as follows:

1. Definitions

1.1 Parties

- (a) Owner Trustee: First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 with Iteq Capital Services Corporation.
- (b) Lessee: Celanese Corporation
- (c) Beneficiary: Bankers Trust Company

- (d) Trustee: United States Trust Company of New York
- (e) Long-Term Lender: State Mutual Life Assurance Company of America

1.2 Agreements

- (a) Participation Agreement: Participation Agreement dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by among the Owner Trustee as Lessor, the Trustee, the Beneficiary, the Interim Lender, the Long-Term Lender and the Lessee
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- (c) Trust Indenture: Trust Indenture dated as of October 1, 1976 by and between the Owner Trustee and the Trustee
- (d) Supplemental Indenture: Supplemental Indenture dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee and the Trustee
- (e) Lease: Equipment Lease dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by and between the Owner Trustee, as Lessor and the Lessee

2. Amendment to the Participation Agreement

2.1 Exhibit A, Page 1, to the Participation Agreement is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-5079".

3. Amendments to the Lease

3.1 Section 9(e) of the Lease is hereby amended by inserting the following phrase between the words "therefor" and "and" in the fourth line thereof: "provided, however, that in each such identification or serial number the letters "CELX" shall be substituted for the letters "SSIX,".

3.2 Exhibit A, Page 1, to the Lease is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and insert in lieu thereof the numbers "CELX 5002-79".

4. Effective Date

4.1 This Amendment is effective upon execution hereof.

5. Remainder of Agreements

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THIS AMENDMENT AGREEMENT NUMBER TWO is executed on the dates indicated below.

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 between it and Itel Capital Services Corporation, as Owner Trustee

(Corporate Seal)

Attest:

_____, 1981 By _____
(Authorized Officer)

UNITED STATES TRUST COMPANY OF NEW YORK
not in its individual capacity, but
solely as trustee under a Trust Indenture
dated as of October 1, 1976 between
and the Owner Trustee, as Trustee

(Corporate Seal)
Attest: _____

_____, 1981 By _____
(Vice President)

(Corporate Seal)

BANKERS TRUST COMPANY,
as Beneficiary

Attest: _____

_____, 1981 By _____

_____, 1981

(Corporate Seal)

Attest: Norman L. Kasparson
Norman L. Kasparson
Assistant Secretary

STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA
as Long Term Lender

January 13, 1982 ~~xxxxxx~~ 1981

(Corporate Seal)

Attest: _____

By Eric S. Werner, Jr.
Eric S. Werner, Jr.
Assistant Vice President
CELANESE CORPORATION,
as Lessee

_____, 1981 By _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of _____ and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19____, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Celanese Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF MASSACHUSETTS)
)
COUNTY OF WORCESTER)

On this the 13th day of January, 1982, before me personally appeared Eric S. Werner, Jr., to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter F. Weldon, Jr.
Notary Public

Walter F. Weldon, Jr. Notary Public

My Commission Expires October 18, 1985

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

AMENDMENT AGREEMENT NUMBER TWO

TO

CELANESE CORPORATION

EQUIPMENT LEASE FINANCING TRANSACTION

(Documents dated as of September 1, 1977)

THIS AMENDMENT AGREEMENT NUMBER TWO to Equipment Lease Financing Transaction is entered into as of December 1, 1981, by and among the undersigned.

RECITALS

- A. The parties hereto have entered into an equipment lease financing transaction as more particularly set forth herein, and in connection therewith have executed various instruments and agreements; and
- B. The parties hereto now desire to change certain aspects of said transaction to permit the leased equipment to be re-numbered.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, conditions, and agreements set forth herein the parties hereto hereby agree as follows:

1. Definitions

1.1 Parties

- (a) Owner Trustee: First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 with IteL Capital Services Corporation.
- (b) Lessee: Celanese Corporation
- (c) Beneficiary: Bankers Trust Company

- (d) Trustee: United States Trust Company of New York
- (e) Long-Term Lender: State Mutual Life Assurance Company of America

1.2 Agreements

- (a) Participation Agreement: Participation Agreement dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by among the Owner Trustee as Lessor, the Trustee, the Beneficiary, the Interim Lender, the Long-Term Lender and the Lessee
- (b) Trust Agreement: Master Trust Agreement dated as of October 1, 1976 by and between the Owner Trustee and the Agent
- (c) Trust Indenture: Trust Indenture dated as of October 1, 1976 by and between the Owner Trustee and the Trustee
- (d) Supplemental Indenture: Supplemental Indenture dated as of September 1, 1977, as amended by Amendment Agreement Number One as of January 15, 1979 by and between the Owner Trustee and the Trustee
- (e) Lease: Equipment Lease dated as of September 1, 1977, as amended by Amendment Agreement Number One dated as of January 15, 1979 by between the Owner Trustee, as Lessor and the Lessee

2. Amendment to the Participation Agreement

2.1 Exhibit A, Page 1, to the Participation Agreement is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-5079".

3. Amendments to the Lease

3.1 Section 9(e) of the Lease is hereby amended by inserting the following phrase between the words "therefor" and "and" in the fourth line thereof: "; provided, however, that in each such identification or serial number the letters "CELX" shall be substituted for the letters "SSIX,".

3.2 Exhibit A, Page 1, to the Lease is hereby amended by deleting the numbers "SSIX 5002-5081" in the column entitled "Description" and inserting in lieu thereof the numbers "CELX 5002-79".

4. Effective Date

4.1 This Amendment is effective upon execution hereof.

5. Remainder of Agreements

5.1 Except as expressly amended hereby, the Participation Agreement and the Lease shall remain in full force and effect in all other respects.

6. Counterparts

6.1 This Amendment may be executed or consented to in counterparts and it shall not be necessary for each party to execute the same counterparts as long as each party shall execute one counterpart which shall be delivered to the other parties hereto.

THIS AMENDMENT AGREEMENT NUMBER TWO is executed on the dates indicated below.

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as trustee under a Master Trust Agreement dated as of October 1, 1976 between it and Itel Capital Services Corporation, as Owner Trustee

(Corporate Seal)

Attest:

_____, 1981 By _____
(Authorized Officer)

UNITED STATES TRUST COMPANY OF NEW YORK
not in its individual capacity, but
solely as trustee under a Trust Indenture
dated as of October 1, 1976 between it
and the Owner Trustee, as Trustee

(Corporate Seal)

Attest: _____

_____, 1981 By _____
(Vice President)

(Corporate Seal)

BANKERS TRUST COMPANY,
as Beneficiary

Attest: _____

_____, 1981 By _____

(Corporate Seal)

Attest: _____

_____, 1981 STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA
as Long Term Lender

_____, 1981 By _____

(Corporate Seal)

Attest: _____

CELANESE CORPORATION,
as Lessee

Asst. Sec.

3/15/82

_____, 1981 By _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of _____ and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the 15th day of March, 1982, before me personally appeared David W. Lodge, to me personally known, who, being by me duly sworn, says that he is a Vice President of Celanese Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paul Stohlf
Notary Public

(Notarial Seal)

My Commission expires

3/30/82

STATE OF MASSACHUSETTS)
)
COUNTY OF _____)

On this the _____ day of _____, 19____, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this the _____ day of _____, 19__ before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission expires